

EXHIBIT A

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RIMINI STREET, INC., a Nevada corporation

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

RIMINI STREET, INC., a Nevada corporation

Plaintiff,

v.

ORACLE INTERNATIONAL
CORPORATION, a California corporation,

Defendant.

Case No.

**COMPLAINT FOR DECLARATORY
JUDGMENT**

(JURY TRIAL DEMANDED)

Plaintiff Rimini Street, Inc. ("Rimini") for its Complaint for Declaratory Judgment against
Defendant Oracle International Corporation alleges as follows:

NATURE OF THE ACTION AND FACTUAL BACKGROUND

1. Plaintiff Rimini seeks a judgment declaring that, since at least July 31, 2014, it has not infringed Oracle's copyrights.

2. Oracle¹ is the world's largest enterprise software company. Oracle also provides support services for the enterprise software applications it licenses to customers. Rimini Street provides after-market support services for enterprise software applications—including software applications licensed by Oracle.

3. Rimini Street is Oracle's fastest-growing competitor for the after-market support business of Oracle's Siebel, PeopleSoft and JD Edwards enterprise software products.

4. On January 25, 2010, Oracle filed a Complaint against Rimini Street in the District of Nevada alleging, *inter alia*, infringement under 17 U.S.C. § 106 of various copyrights that purportedly covered "numerous versions of Oracle software, including the updates, patches and fixes incorporated in each relevant version, service packs of Oracle updates, patches and fixes, and individual exemplar Software and Support Materials, including certain Oracle knowledge management solutions and certain Oracle updates, patches and fixes." *Oracle USA, Inc., et al v. Rimini Street, Inc., et al*, Case No. 2:10-cv-00106 (D. Nev.),² Dkt. 1.

5. On March 29, 2010, Rimini Street answered Oracle's Complaint, denying Oracle's copyright infringement allegations. *Oracle v. Rimini Street*, Dkt. 30. Rimini Street asserted that its license agreements, or the license agreements of its clients, authorized its activities with respect to the asserted copyrights. *See, e.g., Rimini Street's Second Affirmative Defense, Oracle v. Rimini Street*, Dkt. 30 at 25.

6. On March 30, 2012, Oracle filed a First Motion for Partial Summary Judgment of Infringement, moving for summary judgment of infringement of eight copyright registrations relating to Rimini Street's provision of services for four of its clients. *Oracle v. Rimini Street*, Dkts. 237, 246. In Rimini Street's Response, it argued that various provisions of its clients' license

¹ As used herein "Oracle" refers to collectively to Defendant Oracle International Corporation, as well it related corporate entities Oracle USA, Inc. ("Oracle USA"), Oracle America, Inc. ("Oracle America").

² Hereinafter "*Oracle v. Rimini Street*."

1 agreements Oracle authorized Rimini's activities with respect to these clients. *See Oracle v.*
2 *Rimini Street*, Dkt. 266.

3 7. On February 13, 2014, the Court in *Oracle v. Rimini Street* issued an Order on
4 Oracle's First Motion for Partial Summary Judgment, finding that Rimini Street had infringed six
5 of Oracle's copyrights relating to PeopleSoft software when provisioning services to two of
6 Rimini Street's PeopleSoft clients. *Oracle v. Rimini Street*, Dkt. 474. The Court found that there
7 were disputed issues of fact for the remaining copyrights and clients at-issue in Oracle's First
8 Motion for Partial Summary Judgment. *Id.*

9 8. While Rimini Street respectfully disagrees with the Court's findings regarding
10 PeopleSoft and reserves its right to appeal the same, Rimini Street modified its services to
11 discontinue use of the processes the Court found to be infringing in its February 13, 2014 Order.
12 By July 31, 2014, Rimini Street had completed its migration to processes compliant with the
13 Court's February 13, 2014 Order.

14 9. Given this change in Rimini's operations, Rimini Street and Oracle jointly
15 requested a case management conference ("CMC") in the *Oracle v. Rimini Street* to determine the
16 impact of Rimini's modified services on the trial in that matter. *See generally* Dkt. 490. In the
17 parties' CMC request, Oracle asserted Rimini Street's new processes were "suspect" and raised
18 "significant suspicions that Rimini's 'new' support model involves all the same infringing acts as
19 the 'old' support model that the Court has already ruled was copyright infringement" *Id.* at 5.
20 Oracle also asserted that evidence of Rimini's new processes should not be included in *Oracle v.*
21 *Rimini Street* case based on the supposed necessity of "six months to a year of intensive
22 discovery," after which Oracle is "confident it could show that Rimini's new support process is
23 old wine in a new bottle and every bit as infringing as the old process." *Id.* at 7-8.

24 10. The Court scheduled and conducted the requested CMC on October 9, 2014.
25 During the course of the conference, the Court made clear that the trial in *Oracle v. Rimini Street*
26 would not address liability or damages arising after the Court's February 13, 2014 order, finding
27 that no additional discovery regarding Rimini's transition to a different service model was
28 necessary in that case. During the course of the conference in open court, counsel for Oracle made

reference to future litigation to address alleged post-February 2014 infringement claims by Oracle against Rimini.

11. Given this outcome, and in light of Oracle International Corporation's continuing claims that Rimini's new processes are infringing, Rimini now brings this suit seeking a declaration that Rimini's current processes do not infringe Oracle's copyrights.

PARTIES

12. Plaintiff Rimini Street, a Nevada corporation with its headquarters in Las Vegas, is a leading provider of independent support and maintenance for enterprise software, including software licensed by Oracle.

13. Defendant Oracle International Corporation is a California corporation, with its principal place of business in Redwood City, California. Oracle International Corporation is the owner or exclusive licensee of the copyrights at issue in this action.

JURISDICTION AND VENUE

14. This Court has original jurisdiction over the subject matter of this lawsuit pursuant to 28 U.S.C. §§ 1331 and 1338 because this case arises under the Copyright Act, 17 U.S.C. §§ 101 *et seq.* This lawsuit is brought pursuant to the Declaratory Judgment Act, 28 U.S.C. § 2201.

15. Plaintiff is informed and believes, and upon such information and belief alleges, that Defendant has systematically and continuously availed itself of the privilege of doing business in Nevada to exploit the copyrights at issue in this action. These copyrights are currently being asserted against Plaintiff in *Oracle v. Rimini Street*, which Defendant itself brought in this District. Defendant therefore has sufficient contacts with this District, both generally and specifically in connection with the facts alleged in this action. Oracle International Corporation is thus subject to personal jurisdiction in this Court.

16. Venue in this District is appropriate, pursuant to 28 U.S.C. § 1391, because a substantial part of the events giving rise to the dispute occurred in this District and because the Court has personal jurisdiction over the Defendant as alleged throughout this Complaint.

17. Assignment to the Las Vegas division is proper under Civil Local Rule IA8-1(a), because this action arises, in part, in Las Vegas, where Rimini Street is headquartered and where *Oracle v. Rimini Street* is pending.

DEFENDANT’S ACTS COMPRISING ACTUAL CONTROVERSY

18. Plaintiff re-avers and re-states the foregoing Paragraphs 1–17 inclusively as if fully set forth herein.

19. In spite of Rimini’s current business model modified to comply with the Court’s February 13, 2014 Order in *Oracle v. Rimini Street*, Oracle continues to allege that Rimini’s business practices infringe Oracle’s copyrights.

20. In its recent public filings with this Court in *Oracle v. Rimini Street*, Oracle, including Oracle International Corporation, referred to Rimini’s new business model as “suspect,” and “raise[d] significant suspicions that Rimini’s ‘new’ support model involves all the same infringing acts as the ‘old’ support model that the Court has already ruled was copyright infringement.”

21. Regarding the specific differences between Rimini’s old and new business model, Oracle alleged, “[t]he only apparent difference between the ‘new’ and the ‘old’ does not appear to be a change in the development process, but that Rimini’s conduct takes place in the cloud”

22. Oracle alleges that Rimini’s support of customers implicates “infringement no matter where that happens.”

23. Oracle claims that “Oracle is confident it could show that Rimini’s new support process is old wine in a new bottle and every bit as infringing as the old process.”

24. Oracle International Corporation’s statements make clear that a credible threat of immediate litigation exists for copyright infringement against Rimini.

25. In light of Oracle International Corporation,’ public statements in this Court and to Rimini’s current and prospective clients, there presently exists a justiciable controversy regarding the Plaintiff’s right to provide support PeopleSoft, J.D. Edwards and Siebel software free of any allegation by Oracle that such conduct constitutes an infringement of any copyright rights owned by Oracle. The parties are plainly competitors at war, and the form of the war is

Rimini's processes for providing support to Oracle software and related copyrights, and, thus, they have adverse legal interests over a dispute of sufficient reality that is capable of conclusive resolution through a declaratory judgment.

CLAIM FOR RELIEF:

(Declaration of Non-Infringement of Copyright)

26. Plaintiff re-avers and re-states the foregoing Paragraphs 1–25 inclusively as if fully set forth herein.

27. This is a declaratory judgment action under (i) the United States Copyright Act of 1976, 17 U.S.C. § 101 *et seq.* (the "Copyright Act"), and 28 U.S.C. §§ 2201 and 2202 (the Declaratory Judgment Act). As an actual justiciable controversy exists by way of the credible threat of immediate litigation, Plaintiff seeks relief from this Court.

28. In light of the changes to Rimini's processes since this Court's February 2014 Order, Plaintiff requests a judgment declaring that, since at least July 31, 2014, Plaintiff has not infringed copyrights in Oracle software, including the software applications and support material covered the certificates are identified, dated and numbered below:

Title of Work	Date of Registration	Registration Number
PeopleTools 7.5	November 20, 1998	TX 4-792-578
PeopleSoft 7.0 financials, distribution & manufacturing 7.0	December 15, 1998	TX 4-792-576
PeopleSoft HRMS 7.0	December 15 1998	TX 4-792-577
PeopleSoft HRMS 7.5	December 15, 1998	TX 4-792-575
PeopleSoft Financials, Distribution & Manufacturing 7.5	December 15, 1998	TX 4-792-574
PeopleTools 8.10	September 5, 2000	TX 5-266-221
PeopleSoft Financials and Supply Chain Management (FIN/SCM) 8.0	November 20, 2000	TX 5-291-439
PeopleSoft 8 HRMS PeopleBooks	November 28, 2000	TX 5-311-638
PeopleSoft 8 Financials and Supply Chain Management PeopleBooks	November 28, 2000	TX 5-311-637
PeopleSoft 8 HRMS SP1	March 26, 2001	TX 5-501-312
Oracle 8i Enterprise Edition, release 2 (8.1.6)	February 2, 2001	TX 5-222-106
PeopleSoft 8 FIN/SCM SP1	March 26, 2001	TX 5-501-313

1	PeopleSoft 8 EPM SP3	March 30, 2001	TX 5-345-698
2	PeopleSoft 8 Customer Relationship Management PeopleBooks	September 27, 2001	TX 5-456-778
3	PeopleSoft 8 Promotions Management, Collaborative Supply Management, eRFQ, Supplier Connection, and Supply Chain Portal Pack PeopleBooks	September 27, 2001	TX 5-456-781
4	PeopleSoft 8 Customer Relationship Management	September 27, 2001	TX-5-456-777
5	PeopleSoft 8 Financials and Supply Chain Management: Service Pack 2	September 27, 2001	TX-5-456-780
6	PeopleSoft 8 FIN/SCM SPI PeopleBooks	October 19, 2001	TX 5-595-355
7	PeopleSoft 8 Student Administration Solutions PeopleBooks	November 30, 2001	TX 5-431-290
8	PeopleSoft 8.3 HRMS PeopleBooks	February 1, 2002	TX 5-469-031
9	PeopleSoft 8.3 HRMS	February 1, 2002	TX 5-469-032
10	PeopleSoft 8.3 Enterprise Performance Management PeopleBooks	March 11, 2002	TX 5-485-842
11	PeopleSoft 8.3 Enterprise Performance Management	March 11, 2002	TX 5-485-839
12	PeopleSoft 8.1 Customer Relationship Management PeopleBooks	March 20, 2002	TX 5-733-209
13	PeopleSoft 8.1 Customer Relationship Management	March 20, 2002	TX 5-493-450
14	PeopleSoft 8.4 Financials and Supply Chain Management	August 5, 2002	TX-5-586-247
15	PeopleTools 8.4	August 5, 2002	TX 5-586-248
16	PeopleTools 8.4 PeopleBooks	August 5, 2002	TX 5-586-249
17	PeopleSoft 8.4 Financials and Supply Chain Management PeopleBooks	August 5, 2002	TX 5-586-246
18	PeopleSoft 8.4 Customer Relationship Management PeopleBooks	August 7, 2002	TX 5-586-236
19	PeopleSoft 8.8 HRMS	June 11, 2004	TX 6-093-947
20	PeopleSoft 8.8 Customer Relationship Management	June 11, 2004	TX 6-015-317
21	PeopleSoft 8.8 Enterprise Performance Management	June 11, 2004	TX-5-993-616
22	Initial release of JDE EnterpriseOne XE	April 26, 2007	TX 6-541-033
23	Cumulative Update 8 for JDE EnterpriseOne Xe	April 26, 2007	TX 6-541-048
24	Initial release of JDE EnterpriseOne 8.0	April 26, 2007	TX 6-541-050

Cumulative Update 1 for JDE EnterpriseOne 8.0	April 26, 2007	TX 6-541-034
Initial release of JDE EnterpriseOne	8.9 April 26, 2007	TX 6-541-049
Initial release of JDE EnterpriseOne 8.10	April 26, 2007	TX 6-541-038
Cumulative Update 2 for JDE EnterpriseOne 8.10	April 26, 2007	TX 6-541-032
Initial release of JDE EnterpriseOne 8.11	April 26, 2007	TX 6-541-028
Initial release of JDE EnterpriseOne 8.11 SP1	April 26, 2007	TX 6-541-040
ESU for JDE EnterpriseOne 8.11 SP1	April 26, 2007	TX 6-541-027
Cumulative Update 1 for JDE EnterpriseOne 8.11 SP1	April 26, 2007	TX 6-541-039
Initial release of JDE EnterpriseOne 8.12	April 26, 2007	TX 6-541-041
ESU for JDE EnterpriseOne 8.12	April 26, 2007	TX 6-541-045
Cumulative Update 1 for JDE EnterpriseOne 8.12	April 26, 2007	TX 6-541-042
Initial release of JDE World A7.3	April 26, 2007	TX 6-541-029
Cumulative Update 16 for JDE World A7.3	April 26, 2007	TX 6-541-031
Initial release of JDE World A8.1	April 26, 2007	TX 6-541-047
Code Change for JDE World A8.1	April 26, 2007	TX 6-541-044
Initial release of JDE World A9.1	April 26, 2007	TX 6-541-030
Cumulative Update 6 for JDE World A8.1	May 1, 2007	TX 6-545-421
Siebel 6.3 Initial Release and Documentation	June 29, 2009	TX 6-941-989
Siebel 7.0.5 Initial Release and Documentation	June 29, 2009	TX 6-941-988
Siebel 7.5.2 Initial Release and Documentation	June 29, 2009	TX 6-941-990
Siebel 7.7.1 Initial Release and Documentation	June 29, 2009	TX 6-941-993
Siebel 7.8 Initial Release and Documentation	June 29, 2009	TX 6-941-995
Siebel 8.0 Initial Release and Documentation	June 29, 2009	TX 6-942-000
Siebel 8.1.1 Initial Release and Documentation	June 29, 2009	TX 6-942-001
Database of Documentary Customer Support Materials for PeopleSoft Software	July 1, 2009	TXu1-607-454
Database of Documentary Customer Support Materials for J.D. Edwards Software	July 1, 2009	TXu1-607-455

Database of Documentary Customer Support Materials for Siebel Software	July 1, 2009	TXu1-607-453
Cumulative Update 3 for JDE EnterpriseOne 8.12	January 15, 2010	TX-7-041-278
Initial release of JDE EnterpriseOne 9.0	January 15, 2010	TX 7-041-256
Cumulative Update 1 for JDE EnterpriseOne 9.0	January 15, 2010	TX 7-041-267
Initial release of JDE World A9.2	January 15, 2010	TX 7-041-290
PeopleSoft HRMS 8.8 SP1	February 10, 2010	TX 7-065-376
PeopleSoft HRMS 8.9	February 10, 2010	TX 7-065-381
PeopleSoft HRMS 9.0	February 10, 2010	TX 7-065-386
PeopleSoft HRMS 9.1	February 10, 2010	TX 7-065-398
PeopleSoft Customer Relationship Management 8.8 SP1	February 10, 2010	TX 7-063-664
PeopleSoft Customer Relationship Management 8.9	February 10, 2010	TX 7-063-668
PeopleSoft Customer Relationship Management 9.0	February 10, 2010	TX 7-065-371
PeopleSoft Customer Relationship Management 9.1	February 10, 2010	TX 7-063-653
PeopleSoft Financials and Supply Chain Management 8.8	February 10, 2010	TX 7-063-688
PeopleSoft Enterprise Performance Management 8.8 SP2	February 10, 2010	TX 7-063-683
PeopleSoft Enterprise Performance Management 8.9	February 10, 2010	TX 7-063-672
PeopleSoft Enterprise Performance Management 9.0	February 10, 2010	TX 7-063-679
PeopleSoft Financials and Supply Chain Management 8.8 SP1	February 11, 2010	TX 7-065-319
PeopleSoft Financials and Supply Chain Management 8.9	February 11, 2010	TX 7-065-332
PeopleSoft Financials and Supply Chain Management 9.0	February 11, 2010	TX 7-065-354
PeopleSoft Financials and Supply Chain Management 9.1	February 11, 2010	TX 7-065-357
PeopleSoft Student Administration Solutions 8.0 SP1	February 24, 2010	TX 7-077-447
PeopleSoft Campus Solutions 8.9	February 24, 2010	TX 7-077-451
PeopleSoft Campus Solutions 9.0	February 24, 2010	TX 7-077-460
PeopleTools 8.42	March 8, 2010	TX 7-092-406
PeopleTools 8.43	March 8, 2010	TX 7-092-603
PeopleTools 8.44	March 8, 2010	TX 7-092-583
PeopleTools 8.45	March 8, 2010	TX 7-092-617

PeopleTools 8.46	March 8, 2010	TX 7-092-772
PeopleTools 8.47	March 8, 2010	TX 7-092-797
PeopleTools 8.48	March 8, 2010	TX 7-092-819
PeopleTools 8.49	March 8, 2010	TX 7-092-855
PeopleTools 8.50	March 8, 2010	TX 7-092-757

REQUEST FOR RELIEF

WHEREFORE, Rimini seeks judgment awarding it the following relief:

(a) An order declaring that, since at least July 31, 2014, Rimini has not infringed copyrights in Oracle software, including the software applications and support material covered by the certificates identified in this Complaint;

(b) An order awarding attorneys' fees, costs, and expenses incurred in connection with this action to Rimini; and

(c) An order awarding such other and further relief as this Court deems just and proper.

Dated this 15th day of October, 2014.

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By: /s/ W. West Allen

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